

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re:	:	Chapter 11
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MOTORS LIQUIDATION COMPANY, <i>et al.</i> ,	:	Case No. 09-50026 (REG)
f/k/a General Motors Corp., <i>et al.</i> ,	:	
	:	(Jointly Administered)
Debtors.	:	
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**SECOND AMENDMENT TO STIPULATION AND AGREED SCHEDULING ORDER
REGARDING THE CONTESTED MATTER OF THE MOTORS LIQUIDATION
COMPANY GUC TRUST'S FIRST AMENDED OBJECTION TO CLAIMS FILED BY
GREEN HUNT WEDLAKE, INC. AND NOTEHOLDERS OF GENERAL MOTORS
NOVA SCOTIA FINANCE COMPANY AND MOTION FOR OTHER RELIEF
[DOCKET NO. 7859] AND ADVERSARY PROCEEDING NO. 12-09802**

Elliott Management Corporation, Fortress Investment Group LLC, and Morgan Stanley International, plc (each a “**Noteholder**” and collectively the “**Noteholders**”), Motors Liquidation Company GUC Trust (the “**GUC Trust**”), General Motors LLC (f/k/a General Motors Company) (on behalf of itself and its affiliate, General Motors of Canada Limited (individually and collectively, “**New GM**”)), and Green Hunt Wedlake, Inc., in its capacity as trustee for General Motors Nova Scotia Finance Company (the “**Nova Scotia Trustee**” and collectively with the Noteholders, the GUC Trust and New GM, the “**Parties**”) respectfully submit this Second Amendment to Stipulation and Agreed Scheduling Order with respect to the GUC Trust’s First Amended Objection to Claims Filed by the Nova Scotia Trustee and the Noteholders [Docket No. 7859] (“**Objection**”) and the Adversary Proceeding No. 12-0902 (“**Adversary Proceeding**”) and state as follows:

1. The Court so ordered and entered the Stipulation and Agreed Scheduling Order Regarding the Contested Matter of the Motors Liquidation Company GUC Trust’s First

Amended Objection to Claims Filed by Green Hunt Wedlake, Inc. and Noteholders of General Motors Nova Scotia Finance Company and Motion for Other Relief [Docket No. 7859] and Adversary Proceeding No. 12-09802 on March 19, 2012 [Docket No. 11527] (“**Agreed Order**”). The Parties also agreed to modify the Agreed Order in its First Amendment to Stipulation and Agreed Scheduling Order, entered by the Court on May 1, 2012 [Docket No. 11665] (“**First Amended Agreed Order**”).

2. In the Agreed Order, the Parties agreed that the Parties would exchange expert reports by May 21, 2012 and that expert discovery would close on June 8, 2012. Neither the Agreed Order nor the First Amended Agreed Order addresses the issue of rebuttal experts.

3. To account for rebuttal experts in this case, the Parties stipulate to amend the discovery schedule such that expert discovery will close on June 29, 2012, and to further amend as follows:

- a. The Parties shall identify rebuttal experts on or before May 29, 2012;
- b. The Parties shall exchange rebuttal expert reports on or before June 8, 2012;
- c. The Parties shall take the depositions of experts identified on April 20, 2012 between June 11 and June 20, 2012;
- d. The Parties shall take the depositions of rebuttal experts identified on or before May 29, 2012 between June 21 and June 29, 2012.

4. In addition, the Parties are working to resolve issues that have arisen during fact discovery and intend to address any unresolved issues with the Court on or before the May 15, 2012 Status Hearing.

5. Unless specifically referenced herein, the schedule set forth in the Agreed Order, as amended by the First Amended Agreed Order, remains in full force and effect.

6. Nothing in this Stipulation and Agreed Order shall preclude any party from seeking an additional extension of time by agreement or by Order of the Court.

SO AGREED TO BY AND AMONG THE FOLLOWING:

/s/ Eric B. Fisher

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DATED: May 4, 2012

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DATED: May 4, 2012

IT IS SO ORDERED.

Dated: May 7, 2012

New York, New York

s/ Robert E. Gerber

United States Bankruptcy Judge